Supreme Court, U.S.
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No. 91-1447

In The

Supreme Court of the United States

October Term, 1991

WANDA MAE BINGHAM,

Petitioner,

v.

INLAND DIVISION OF GENERAL MOTORS,

Respondent.

On Petition For A Writ Of Certiorari To The United States Court Of Appeals For The Sixth Circuit

BRIEF FOR GENERAL MOTORS CORPORATION IN OPPOSITION

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QUESTIONS PRESENTED FOR REVIEW

I. Whether the Court should exercise its discretion to review the court of appeals' unreported decision affirming the district court's dismissal of a claim against a named defendant who petitioner concedes is not a legal entity capable of being sued.

II. Whether the Court should exercise its discretion to review the court of appeals' unreported decision affirming the district court's decision properly applying Rule 15(c) of the Federal Rules of Civil Procedure and *Schiavone v. Fortune*, 477 U.S. 21 (1986) in denying leave to amend to add a proper defendant.

III. Whether the Court should exercise its discretion to consider petitioner's argument, waived in the courts below, that state procedural law, rather than federal law, applies to her motion to amend.

IV. Whether the Court should exercise its discretion to determine whether revised Rule 15(c) of the Federal Rules of Procedure should be applied in the particular circumstances of this case, when petitioner failed to raise the issue after the amendment took effect, and application of the revised Rule in this case would not be just.

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BRIEF FOR GENERAL MOTORS CORPORATION IN OPPOSITION

General Motors Corporation ("GM"), pursuant to its special appearance (App. 1, *infra*), submits this brief in opposition to the petition for a writ of certiorari.[1]

OPINIONS BELOW

The opinion of the court of appeals (Pet. App. A) is unreported. The opinions of the district court conditionally granting GM's motion to quash service of process and return of service and to dismiss (Pet. App. C); making the conditional dismissal absolute (Pet. App. D); and denying petitioner's motion to amend (Pet. App. B); also are unreported.

JURISDICTION

The judgment of the court of appeals was entered on October 31, 1991. A petition for rehearing was denied on December 4, 1991. The petition for a writ of certiorari was filed on March 4, 1992. The jurisdiction of this Court is invoked under 28 U.S.C. § 1254(1).

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[1] The list of GM's non-wholly owned subsidiaries required by Rule 29.1 appears at App. 3, *infra*.

STATEMENT OF THE CASE

The issue presented in this case is whether a proper application of old Rule 15(c) of the Federal Rules of Civil Procedure, as conclusively interpreted by this Court, and uniformly applied by the courts of appeals, should be reviewed on the facts of this specific case, in the interest of "fairness." Seeking relief from the legally required consequences of her own delay in filing suit and her subsequent procedural omissions, petitioner asks this Court to excuse her failure to sue a defendant with the legal capacity to be sued, to re-examine precedent which has been legislatively overruled and to consider arguments not raised below. However, the decision of the court of appeals is correct, and does not conflict with any decision of this Court or any other court of appeals. Beyond this, petitioner's fact-bound request for relief from the judgment below presents no questions of important legal significance. Review by this Court is therefore unwarranted.

The pertinent procedural facts are set forth in the court of appeals' decision (Pet. App. A). Petitioner sought to assert an intentional tort claim against her employer. As petitioner admits, her Complaint was filed on the last day before the statute of limitations expired. Despite the dangers inherent in such eleventh-hour filing, petitioner did not investigate to determine the proper defendant. Petitioner sued "Inland Division of General Motors." Petitioner does not dispute that "Inland" is only an operating division of GM, and is not a legal entity capable of being sued. Nor does petitioner dispute that GM had no notice of the action within the limitations period. GM

moved to dismiss, and to quash service and return of service.

The district court granted the motion, stating:

> Since Inland Division is a wholly owned operating division of General Motors Corporation and, since standing alone, Inland Division has no independent legal status, Inland Division is not a legal entity subject to suit. A court cannot exert personal jurisdiction to enforce its judgment against a corporation if the corporation has not been properly named as a party to suit. Assuming, *arguendo*, that Plaintiff intended to sue the General Motors Corporation, said intention has not been carried into effect if suit is filed against a fully-owned operating division of the purported corporate defendant.

(Pet. App. C at 15a-16a). Thus, the district court quashed service of process and return of process, and dismissed petitioner's claim against Inland.

After the district court sustained the motion to dismiss, petitioner moved to amend her Complaint to name GM as a defendant. The complaint had also asserted a product liability claim against GM Fanuc, which continued after "Inland" had been dismissed. While the motion to amend was pending, Fanuc moved for dismissal as a sanction against petitioner, who had failed to comply with the district court's pretrial order. Petitioner then voluntarily dismissed her claim against Fanuc.

Petitioner did not ask the district court to apply Ohio law to her motion to amend. In that motion, and subsequent memoranda, petitioner urged the district court to apply federal precedents. At no time before appeal did

petitioner challenge application of federal Rule 15(c) to her proposed amendment.[2]

On December 14, 1990, the District Court denied petitioner's Motion To Amend. Rule 15(c) of the Federal Rules of Civil Procedure controls relation back of amended pleadings. As then in effect, Rule 15(c) required notice to a new party "within the period provided by law for commencing an action" before an untimely amendment could "relate back" to a timely-filed complaint. In *Schiavone v. Fortune*, 477 U.S. 21 2379 (1986), this Court conclusively determined that the "period provided by law" in Rule 15(c) was the statute of limitations. Thus, if a defendant to be added was served or otherwise received notice outside the statute of limitations, an amended complaint could not relate back. Applying *Schiavone*, the district court ruled that, because the misdirected suit reached GM's statutory agent out of time, Rule 15(c) prohibited relation back. Thus, petitioner's claim against GM was barred by the statute of limitations.

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[2] Petitioner's "Motion to Quash Removal," referenced in the Petition, is no exception. That motion argued that petitioner's claim against GM arose under Ohio's Workers' Compensation Act and was thus not removable. Because the statute's intentional tort provision (O.R.C. § 4121.80) was limited to injuries occurring on or before August 1, 1986, however, it did not apply to this case. Petitioner's appropriation of § 4121.80 was particularly curious, as the statute had a one-year statute of limitations, and would have rendered her claims time-barred. The Ohio Supreme Court declared § 4121.80 unconstitutional in *Brady v. Safety-Kleen*, 61 Ohio St.3d 624, 624, 576 N.E. 2d 722, 723 (1991).

Petitioner filed a timely notice of appeal to the United States Court of Appeals for the Sixth Circuit. On appeal, petitioner instituted a pattern of delay, filing a motion for an extension of time on the day her brief was due, filing the mandatory joint appendix late, and moving to continue oral argument. These dilatory tactics coincided with petitioner's unsuccessful attempt to have the court of appeals simply put off consideration of her appeal pending possible adoption of a proposed amendment to Rule 15(c).

On October 31, 1991, the court of appeals affirmed. In an opinion which was not recommended for publication, the court of appeals adopted by reference the district court's opinions quashing service and denying leave to amend. Petitioner then filed a timely Petition for Rehearing.

On December 1, 1991, amendments to Rule 15(c) of the Federal Rules of Civil Procedure became effective. The amendment, intended to change the rule of *Schiavone*, permits relation back if the newly added defendant receives notice within the statute of limitations or the period provided for service by Rule 4. In addition, the amended rule permits application of state law to relation back issues in diversity cases. In her Petition for Rehearing, petitioner abandoned her arguments with respect to the proposed amendment. Moreover, after the amendment became effective, petitioner did not revive her argument. On December 4, 1991, the court of appeals denied the Petition for Rehearing. On March 4, 1992, petitioner filed a timely Petition for a Writ of Certiorari with this Court.

REASONS FOR DENYING THE WRIT

Having failed to name a proper defendant within the statute of limitations, petitioner now asks the Court to fashion for her a fact based exception to settled law. To do so, the Court would have to reweigh facts considered by the lower courts, re-evaluate the merits of a prior decision that has been overruled by act of Congress, or consider arguments which petitioner failed to raise and preserve below. Petitioner's request for a nonprecedential decision, tailored to her alone, presents no valid basis for an exercise of this Court's certiorari jurisdiction.

Petitioner does not contend that the court of appeals' decision conflicts with the decisions of this Court or any other court of appeals. Nor does she claim a departure from the accepted and usual course of judicial proceedings. The petition also does not present any important federal question which requires this Court's attention. Since amended Rule 15(c) obviates *Schiavone's* applicability, further consideration of the opinion in that case would be purely academic. Moreover, petitioner's asserted choice of law claim was waived below, and so not properly reviewable. Finally, the court of appeals' decision does not present any question relating to the standard for application of the new procedural rules to pending cases. Accordingly, further consideration by this Court will serve no constructive purpose.

I.

NO IMPORTANT FEDERAL QUESTION REQUIRING THE COURT'S ATTENTION ARISES WHEN THE COURT OF APPEALS SUMMARILY AFFIRMS THE DISMISSAL OF A CLAIM AGAINST A WHOLLY OWNED OPERATING DIVISION WHICH IS ADMITTEDLY NOT A LEGAL ENTITY CAPABLE OF BEING A DEFENDANT

Petitioner first challenges the dismissal of her claim against "Inland," a claim which concededly lacked a legally cognizable defendant. Invoking Rule 1 of the Federal Rules of Civil Procedure, petitioner asks the Court to "rectify this injustice." (Pet. at 10). In the alternative, petitioner asks the Court to wade into the substance of Ohio's common law of estoppel and consider factual contentions rejected by the lower courts. This is not a request to clarify an important question of federal law, but an attempt to muddy still waters of settled law with a fact-based exception.

Throughout the proceedings below, and before this Court, petitioner has not disputed that "Inland" is merely an operating division of GM and is not a legal entity capable of being sued. Likewise, petitioner does not challenge the axiom that an action must be brought against a defendant with capacity. *See, e.g., Baker's Aid v. Hussmann Food Service Co.*, 830 F.2d 13, 14 n.1 (2d Cir. 1987) (noting that a division of a corporation is not a legal entity). The only artificial entities subject to suit under Ohio law are corporations and partnerships. *See Group of Tenants from Grandview Homes v. Mar-len Realty, Inc.*, 40 Ohio App. 2d 449, 450, 321 N.E.2d 241, 242 (1974). Although petitioner claims that enforcement of legal capacity rules has led to

a harsh result in this case (Pet. at 6-7,10), she presents no unsettled question of law.

Instead, petitioner asks the Court to apply the doctrine of equitable estoppel to shift the burden of her error to GM. As the courts below recognized, this request is baseless. First, petitioner's characterization of the equitable estoppel doctrine is wrong: petitioner contends that GM is estopped from asserting its jurisdictional defenses because it "could have informed petitioner that its legally correct designation was 'General Motors Corporation.' " (Pet. at 8). But, as the dearth of authority in the petition underscores, the law in Ohio imposes no such affirmative duty upon a potential defendant.

Second, GM's "conduct during the state and federal proceedings," of which petitioner complains, cannot constitute a waiver of its defenses. GM continuously appeared "specially," although such caution is no longer required under modern rules of procedure. *See, e.g., Haile v. Henderson Nat'l. Bank*, 657 F.2d 816, 820 n.4 (6th Cir. 1981), *cert. denied*, 455 U.S. 949 (1982). The district court expressly found that GM did not appear in such a manner to waive its jurisdictional defenses (Pet. App. C). Even without the designation of special appearance, a motion for an extension of time, a petition for removal, and a Rule 12(b) motion do not, as a matter of law, constitute a waiver of jurisdictional defenses. *See Haile*, 657 F.2d at 820 n.4; *Flowers v. Aetna Casualty & Sur. Co.*, 163 F.2d 411, 415 (6th Cir. 1947) (petition for removal); *D'Amico v. Treat*, 379 F. Supp. 1004, 1007-08 (N.D. Ill. 1974) (motion for extension of time in which to move, answer or otherwise plead), *aff'd*, 510 F.2d 976 (7th Cir. 1975).

More fundamentally, however, GM's purported failure to advise petitioner during proceedings in the courts below that an operating division does not have the legal capacity to be sued under Ohio law could not have harmed petitioner – by the time GM was served, the statute of limitations had expired and it was already too late to save the Complaint.

While petitioner urges the Court to grant a writ of certiorari to "rectify this injustice and reaffirm the intent of the Civil Rules" (Pet. at 10), in reality petitioner is asking the Court to assume jurisdiction to relieve her of an obligation borne by all plaintiffs: the obligation to find and name a proper party-defendant. As the district court and the court of appeals properly required petitioner to meet that minimum obligation, no issue worthy of the Court's review is presented.

II.

THERE IS NO REASON FOR THE COURT TO REVISIT ITS DECISION IN *SCHIAVONE* AS THE 1991 AMENDMENTS OVERRULE ITS PRECEDENT

In her second proffered reason in support of issuance of a writ of certiorari, petitioner invites the Court to revisit its interpretation of Rule 15(c) in *Schiavone*. The 1991 amendments to Rule 15, however, terminated *Schiavone*'s precedential value. Further consideration of the issue by this Court will serve no precedential or instructive end.

Until the December 1991 amendments to Rule 15(c), the law of relation back was clear. When the district court and court of appeals rendered their decisions, Rule 15(c)

permitted an amendment which added a new defendant to relate back to the filing of the original complaint only if the party to be added had adequate notice "within the period provided by law for commencing the action." In *Schiavone*, this Court interpreted the Rule's "period provided by law" language as meaning the statute of limitations period only. Unless the putative defendant was served (or otherwise received notice of the action) within the statute of limitations, the amendment would be time-barred.

Petitioner asserts that "[b]y granting the Writ, this Court can reexamine the premise of *Schiavone* and its continued vitality in light of recent amendments to Rule 15(c)." (Pet. at 11). Because the amendments expressly extinguish the "vitality" of *Schiavone*, there is no need for reexamination by this Court. The advisory committee notes for the 1991 amendment to Rule 15(c) state the rule "has been revised to change the result in *Schiavone v. Fortune, supra*, with respect to the problem of a misnamed defendant." Fed. R. Civ. P. 15(c) advisory committee's note (1991 amendment). By legislatively overruling the case, the amendment makes *Schiavone* no more than a historical footnote to federal procedural law, unworthy of this Court's further review.

Even if the Court chose to consider petitioner's *Schiavone* argument, the record would reveal that the lower courts properly applied the then-existing precedent to this case. The facts of *Schiavone* are strikingly similar to the case at bar. The plaintiff in *Schiavone*, like petitioner, mistakenly sued an operating division (Fortune Magazine) instead of the intended defendant (Time, Inc.), on the eve of the expiration of the statute of limitations

period. 477 U.S. at 22-23. Time, like GM, was served outside the limitations period. The Court rejected the plaintiff's argument that Rule 15(c)'s "period provided by law for commencing the action" included the 120 days provided for service by Rule 4. *Id.* As Time received no notice within the statute of limitations, Schiavone's amended complaint was barred by the statute of limitations. *Id.* The same must be true of petitioner's amended complaint.

Petitioner insists that *Schiavone* is distinguishable because her Amended Complaint would simply "correct a misnomer," not change the party defendant. (Pet. at 14). Thus, she contends Rule 15(c) does not apply. As a matter of law, however, an amendment to add a proper defendant, after dismissal of a non-legally recognizable entity, is an amendment "changing" the defendant. The advisory committee note to Rule 15(c) indicates its applicability to "amendment of a pleading changing the party against whom a claim is asserted (*including an amendment to correct a misnomer or misdescription of a defendant*)." Fed. R. Civ. P. 15(c) advisory committee's note (1966 amendment) (emphasis added). Further, even courts accepting this distinction distinguish a true "misnomer" from a case such as petitioner's: "unlike *Schiavone*, this is not a case where the plaintiff has named as a party an entity without the capacity to sue or be sued." *Dandrea v. Malsbary Mfg. Co.*, 839 F.2d 163, 167 (3d Cir. 1988). Petitioner's Amended Complaint was an attempt to add a new defendant, and falls plainly within the rubric of Rule 15.

Petitioner asks the Court to reconsider *Schiavone* in light of its sometimes severe consequences. Congress has already taken up this challenge. Because Rule 15 has been

amended, further review of the prior law would resolve only an arcane question of procedure with no future significance. *Schiavone* presents no issue meriting further review by this Court.

III.

THE COURT SHOULD NOT CONSIDER A CHOICE OF LAW ARGUMENT NOT PRESERVED BELOW

In the third assignment of error presented in support of a writ of certiorari, petitioner argues that Ohio law, rather than the Federal Rules of Civil Procedure, applies to permit her Amended Complaint to relate back. As petitioner did not challenge the application of federal law, and indeed urged consideration of federal precedent in the district court, petitioner's argument should not be considered by this Court.

Failure to dispute the law applied in the trial court precludes a party from raising the issue on appeal. This maxim is universally applied in the courts of appeals. *E.g., Reflectone, Inc. v. Farrand Optical Co.*, 862 F.2d 841, 844 (11th Cir. 1989); *Michigan Chem. Corp. v. American Home Assurance Co.*, 728 F.2d 374, 377 (6th Cir. 1984); *Michael-Regan Co. v. Lindell*, 527 F.2d 653, 565 (9th Cir. 1975).

In this case, petitioner waived her choice of law argument by not raising it in the district court. The Motion To Amend cited only federal authority. Petitioner's Reply Memorandum was predicated upon the "spirit and letter" of the *federal* rules. In her "Second Supplement [sic] Memo In Support Of Motion For Amendment To Complaint Citing Additional Legal

Authority" petitioner urged consideration of an unreported case from an Ohio court of common pleas, but that case, *Thompson v. Aivars Vitols, Inc.*, No. 87-2027, slip. op. (Montgomery Cty. C.P. Oct. 25, 1989), was decided with much deference to *federal* authority. Indeed, petitioner declared (erroneously) that Ohio Rule 15(c) is "an exact duplicate of the Federal Rule" and urged that the "Federal Court authorities cited [in *Thompson*] are likewise applicable here."

Further, *Schiavone* corroborates that the court of appeals properly refused to consider petitioner's Ohio procedure argument. The Court of Appeals for the Third Circuit had rejected Schiavone's claim that New Jersey law, rather than Federal Rule 15, applied; the plaintiff had not raised the issue in the district court. *Schiavone v. Fortune*, 750 F.2d 15, 18-19 (3d Cir. 1984), *aff'd*, 477 U.S. 21 (1986). This Court applied federal law, without discussion, and affirmed. 477 U.S. at 27, 29-32.

In any event, the amendment to Rule 15 obviates the need for this Court to address the choice of law question in relation-back cases. As amended, Rule 15(c) provides, in pertinent part,

> An amendment of a pleading relates back to the date of the original pleading when (1) relation back is permitted by law that provides the statute of limitations.

Thus, the amended Rule directs federal courts to apply the state law standard for relation back in diversity cases.

Petitioner's state law argument is of historical significance only, and no use would be served by this Court's further review.

IV.

APPLICATION OF AMENDED RULE 15(c) TO THIS CASE WOULD RESULT IN MANIFEST INJUSTICE

Finally, petitioner asks the Court to grant certiorari to consider retroactive application of amended Rule 15(c). (Pet. at 21-22). Petitioner failed to ask the court of appeals to apply the amendment, once it was effective. Further, as there is no reason to believe that the courts of appeals will fail to properly apply the amendment, when presented with an opportunity to do so, this case does not warrant exercise of the Court's supervisory jurisdiction.

While the case was being briefed and argued, the proposed amendments to the Federal Rules of Civil Procedure were pending, and their ratification and/or retroactivity were still uncertain. In her appellate brief, petitioner asked the court of appeals to stay its consideration of her appeal, pending resolution of the uncertainty over the proposed amendments. The court of appeals declined, and decided the case under the terms of the then-effective rule.

Significantly, petitioner's Petition for Rehearing made no mention of the proposed amendments. That petition was pending before the Sixth Circuit on December 1, 1991, when amended Rule 15(c) took effect. Still, petitioner did nothing to ask the court of appeals to apply the new rule. On December 4, 1991, the court of appeals denied the Petition for Rehearing.

Petitioner thus never requested application of the amended rule after its effective date. Had she done so, the court of appeals would have determined if a retroactive application would have been "just and practicable" in this case.

The language of this Court's order relating to the 1991 amendments to the federal rules is discretionary, not mandatory. *See* Order (Pet. Ex. F) (the amendment applies to pending cases "insofar as is just and practicable"); *see, e.g., Johnson v. United States*, 414 F.2d 807 (9th Cir. 1969); *Preston v. Aetna Life Ins. Co.*, 174 F.2d 10, 12 (7th Cir.), *cert. denied*, 338 U.S. 829 (1949). Thus, in many cases, courts have properly declined to apply amendments to the Federal Rules of Civil Procedure retroactively. *See, e.g., Pantry Queen Foods v. Lifshultz Fast Freight*, 809 F.2d 451, 454 (7th Cir. 1987); *Hashemi v. Campaigner Publications, Inc.*, 784 F.2d 1581, 1583-84 (11th Cir. 1986) (refusing to apply amended rule to pleadings filed before amendment); *In re Brandstaetter*, 767 F.2d 324, 327 (7th Cir. 1985).

Petitioner declined to invite the court of appeals to make this determination. There is no reason for this Court to step in, and give petitioner what she apparently forgot to ask for from the court of appeals. Although petitioner claims the Court can "establish the retroactivity of Rule 15(c)" (Pet. at 22), the standard for retroactivity of new precedential rules under this Court's transmittal orders is, in fact, firmly established. There is simply no reason to believe that the court of appeals needs further instruction on this principle, and thus no need to consider application of the amended rule to this case.

In any event, petitioner's inattentiveness to legal formalities at each step of this litigation makes her less than deserving of extraordinary relief in a case that otherwise presents no question of legal importance. Due to her failure to present or preserve the issue of retroactivity, combined with her dilatory tactics throughout the appeal, it is neither just nor practicable to retroactively apply the amendment to her claims. As the First Circuit has noted, delay caused by a petitioner on appeal militates against a retroactive application of Rule 15(c):

> [W]e would likely have concluded appellate review of this case and affirmed the district court before the effective date of the new rule if the plaintiff had presented his arguments, all of them weak, in a more forthright manner . . . [P]laintiff has delayed the decision in this case, and that fact should not entitle him to an otherwise unattainable windfall due to changes in a procedural rule.

Freund v. Fleetwood Enter., Inc., 956 F.2d 354, 363 (1st Cir. 1992). Likewise, petitioner's actions in this case do not entitle her to the amendment's "windfall," an excuse from the law in effect throughout this litigation.

CONCLUSION

The petition for writ of certiorari should be denied.

Respectfully submitted,

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APPENDIX

IN THE
SUPREME COURT OF THE UNITED STATES

WANDA MAE BINGHAM,	:	CASE NO.
Petitioner,	:	
	:	NOTICE OF
v.	:	SPECIAL
INLAND DIVISION OF GENERAL MOTORS,	:	APPEARANCE
	:	
Respondent.	:	

John M. Kunst, Jr., Member of the Bar of this Court and Counsel of Record for General Motors Corporation, hereby enters a special appearance on behalf of Respondent, which was erroneously named in the Petition for a Writ of Certiorari, as "Inland Division of General Motors" and was erroneously named in the Complaint as "Inland Division, GM Corp."

Respectfully submitted,

/s/ John M. Kunst, Jr.
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CERTIFICATE OF SERVICE

I certify that two copies of the foregoing has been served on Dwight D. Brannon, Brannon, Gianuglou, Dankof & Caras, Six South Patterson Boulevard, Suite 300, Dayton, Ohio 45402, Attorney for Petitioner, by regular and certified U. S. mail, this 18 day of March, 1992.

/s/ John M. Kunst, Jr.

RULE 29.1 LIST OF NON-WHOLLY OWNED SUBSIDIARIES OF GENERAL MOTORS CORPORATION

AC Bakony Kft. (Hungary)

AMBRAKE Corporation (USA)

AMRAAM International Licensing Company (USA)

American Manufacturing Systems, Inc. (USA)

Asset Leasing GmbH (West Germany)

Atlantic Satellites Ltd. (Ireland)

Aura Srl (Italy)

Banque de Credit General Motors (France)

Beijing International Information Processing Company Limited (Peoples Republic of China)

British Caledonian Flight Training Limited (England)

CAMI Automotive, Inc. (Canada)

Carus Grundstucks-Vermietungsgesellschaft mbH & Co. Object Kuno 65 KG (West Germany)

Carus Grundstucks-Vermietungsgesellschaft mbH & Co. Object Kuno 40 KG (West Germany)

China Management Systems Corporation (China)

Comlinear Corporation (USA)

Convesco Vehicles Sales GmbH (West Germany)

DRB s.a./n.v. (Belgium)

Daewoo Automotive Components, Ltd. (Korea)

Daewoo Motor Co., Ltd. (Korea)

Delkor Battery Company, Ltd. (Korea)

Diavia SpA (Italy)

EPEC S.A. (Brazil)

Earth Observation Satellite Company (USA)

Emperion Corporation (USA)

Fabrica Colombiana de Automotores S.A. ("Colomotores") (Colombia)

Federal Computer Services Corp. (USA)

Federal Integrated Systems Corporation (USA)

G & F Company (USA)

GM Allison Japan Limited (Japan)

G.M.A.C. Financiera de Colombia S.A. Compania de Financiamiento Comercial (Colombia)

GMFanuc Robotics Canada Ltd. (Canada)

GMFanuc Robotics Corporation (USA)

GMFanuc Robotics Europe GmbH (West Germany)

GMFanuc Robotics Italia S.r.l. (Italy)

GMFanuc Robotics (U.K.) Ltd. (England)

GMFanuc Robotique France S.A.R.L. (France)

General Motors Bankgesellschaft m.b.H. (Austria)

General Motors del Ecuador S.A. (Ecuador)

General Motors France Automobiles S.A. (France)

H & D Radio Frequency Identification Products (USA)

H & R Company (USA)

HBC (USA)

HKV (USA)

Hughes-Kenwood RDSS, Inc. (USA)

IBC Vehicles Limited (United Kingdom)

I.K. Coach Co., Limited (Japan)

ITC Inland Teknik Oto Yan Sanayi Sirketi (Turkey)

International Electro-Optical Industry Anonim Sirketi (Turkey)

Interpractice Systems, Inc. (USA)

Kabelwerke Reinshagen GmbH (West Germany)

Kabelwerke Reinshagen Werk Berlin GmbH (West Germany)

Kabelwerke Reinshagen Werk Neumarkt GmbH (West Germany)

Koram Plastics Company, Ltd. (Korea)

LEA GP Incorporated (USA)

Light Helicopter Turbine Engine Company (USA)

MET (USA)

Metal Casting Technology, Inc. (USA)

Millbrook Pension Management Ltd. (England)

Neodata Holdings, Inc. (USA)

New United Motor Manufacturing, Inc. (USA)

Nippon EDS Co., Ltd. (Japan)

Opel-Automobilwerk Eisenach-PKW GmbH (West Germany)

Opel-Wohnbau GmbH (West Germany)

Packard CTA Pty. Ltd. (Australia)

Packard Electric Vas kft (Hungary)

Saab Automobile AB (Sweden)

Shinsung Packard Company, Ltd. (Korea)

Societe Francaise des Amortisseurs de Carbon S.A. (France)

Sung San Company, Ltd. (Korea)

Systems Technology Management Corporation (Korea)

T.A.D. Communications Company (USA)

3DK Limited (United Kingdom)

Truck and Bus Engineering U.K., Limited (USA)

United Australian Automotive Industries Limited (Australia)

Vanguarda Componentes Automotivas, S.A. (Brazil)

Vehicle Test Technology, Inc. (USA)